

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

FEDERAL HOUSING FINANCE AGENCY,
etc.,

Plaintiff,

v.

UBS AMERICAS, INC., et al.,

Defendants.

11 Civ. 5201 (DLC)

FEDERAL HOUSING FINANCE AGENCY,
etc.,

Plaintiff,

v.

DEUTSCHE BANK AG, et al.,

Defendants.

11 Civ. 6192 (DLC)

FEDERAL HOUSING FINANCE AGENCY,
etc.,

Plaintiff,

v.

JPMORGAN CHASE & CO., et al.,

Defendants.

11 Civ. 6188 (DLC)

FEDERAL HOUSING FINANCE AGENCY,
etc.,

Plaintiff,

v.

HSBC NORTH AMERICA HOLDINGS,
INC., et al.,

Defendants.

11 Civ. 6189 (DLC)

FEDERAL HOUSING FINANCE AGENCY,
etc.,

Plaintiff,

v.

BARCLAYS BANK PLC, et al.,

Defendants.

11 Civ. 6190 (DLC)

FEDERAL HOUSING FINANCE AGENCY,
etc.,

Plaintiff,

v.

FIRST HORIZON NATIONAL CORP., et al.,

Defendants.

11 Civ. 6193 (DLC)

FEDERAL HOUSING FINANCE AGENCY,
etc.,

Plaintiff,

v.

BANK OF AMERICA CORP., et al.,

Defendants.

11 Civ. 6195 (DLC)

FEDERAL HOUSING FINANCE AGENCY,
etc.,

Plaintiff,

v.

CITIGROUP INC., et al.,

Defendants.

11 Civ. 6196 (DLC)

FEDERAL HOUSING FINANCE AGENCY,
etc.,

Plaintiff,

v.

GOLDMAN, SACHS & CO., et al.,

Defendants.

11 Civ. 6198 (DLC)

FEDERAL HOUSING FINANCE AGENCY,
etc.,

Plaintiff,

v.

CREDIT SUISSE HOLDINGS (USA), INC.,
et al.,

Defendants.

11 Civ. 6200 (DLC)

| | |
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| <p>FEDERAL HOUSING FINANCE AGENCY, etc.,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>NOMURA HOLDING AMERICA, INC., et al.,</p> <p style="text-align: center;">Defendants.</p> | 11 Civ. 6201 (DLC) |
| <p>FEDERAL HOUSING FINANCE AGENCY, etc.,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>MERRILL LYNCH & CO., INC., et al.,</p> <p style="text-align: center;">Defendants.</p> | 11 Civ. 6202 (DLC) |
| <p>FEDERAL HOUSING FINANCE AGENCY, etc.,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>SG AMERICAS, INC., et al.,</p> <p style="text-align: center;">Defendants.</p> | 11 Civ. 6203(DLC) |
| <p>FEDERAL HOUSING FINANCE AGENCY, etc.,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>MORGAN STANLEY, et al.,</p> <p style="text-align: center;">Defendants.</p> | 11 Civ. 6739 (DLC) |
| <p>FEDERAL HOUSING FINANCE AGENCY, etc.,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>ALLY FINANCIAL INC., et al.,</p> <p style="text-align: center;">Defendants.</p> | 11 Civ. 7010 (DLC) |

FEDERAL HOUSING FINANCE AGENCY,
etc.,

Plaintiff,

v.

GENERAL ELECTRIC COMPANY, et al.,

Defendants.

11 Civ. 7048 (DLC)

**JOINT STIPULATION AND [PROPOSED] ORDER
CONCERNING MODIFICATION OF DEFENDANTS'
RULE 45 SUBPOENAS DUCES TECUM OF NON-PARTY ORIGINATORS**

This Stipulation is entered into between Plaintiff, Federal Housing Finance Agency, as conservator for the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac") (collectively, "the GSEs") ("Plaintiff"), and Defendants, Bank of America Corp.; Bank of America, N.A.; Merrill Lynch, Pierce, Fenner & Smith, Inc. (f/k/a Banc of America Securities LLC); Asset Backed Funding Corp.; Banc of America Mortgage Securities, Inc.; Banc of America Funding Corp.; George C. Carp; Daniel B. Goodwin; Mark I. Ryan; Citigroup Inc.; Citigroup Mortgage Loan Trust, Inc.; Citigroup Global Markets, Inc.; Citigroup Global Markets Realty Corp.; Susan Mills; Randall Costa; Scott Freidenrich; Richard Isenberg; Mark Tsesarksy; Peter Patricola; Jeffrey Perlowitz; Evelyn Echevarria; Credit Suisse Holdings (USA), Inc.; Credit Suisse (USA), Inc.; Credit Suisse Securities (USA) LLC f/k/a Credit Suisse First Boston LLC; DLJ Mortgage Capital, Inc.; Credit Suisse First Boston Mortgage Securities Corp.; Asset Backed Securities Corp.; Credit Suisse First Boston Mortgage Acceptance Corp.; Andrew Kimura; Jeffrey Altabef; Evelyn Echevarria; Michael Marriott; Zev Kindler; Thomas Siegler; Thomas Zingalli; Carlos Onis; Steven Kantor; Joseph Donovan; Juliana Johnson; Greg Richter; Deutsche Bank AG; Taunus Corp.; DB Structured Products, Inc.; Deutsche Bank Securities, Inc.; Ace Securities Corp.; MortgageIt Securities Corp.; Douglas Johnson; Evelyn Echevarria; Juliana Johnson; RBS Securities, Inc.

d/b/a RBS Greenwich Capital and f/k/a Greenwich Capital Markets, Inc.; First Horizon National Corp.; First Tennessee Bank NA; FTN Financial Securities Corp.; First Horizon Asset Securities Inc.; UBS Securities LLC; J.P. Morgan Securities LLC f/k/a J.P. Morgan Securities, Inc. and as successor-in-interest to Bear, Stearns & Co., Inc.; Credit Suisse Securities (USA) LLC f/k/a Credit Suisse First Boston LLC; Merrill Lynch Pierce Fenner & Smith Inc.; Gerald Baker; Peter Makowiecki; Charles Burkett; Thomas Wageman; Goldman Sachs & Co.; GS Mortgage Securities Corp.; Goldman Sachs Mortgage Co.; The Goldman Sachs Group, Inc.; Goldman Sachs Real Estate Funding Corp.; Peter Aberg; Howard Altarescu; Robert Christie; Kevin Gasvoda; Michelle Gill; David Rosenblum; Jonathan Sobel; Daniel Sparks; Mark Weiss; HSBC North America Holdings, Inc.; HSBC USA, Inc.; HSBC Markets (USA), Inc.; HSBC Bank USA N.A.; HSI Asset Securitization Corp.; HSBC Securities (USA,) Inc.; Neal Leonard; Gerard Mattia; Todd White; Norman Chaleff; John Voigtman; UBS Americas, Inc.; UBS Real Estate Securities, Inc.; UBS Securities, LLC; Mortgage Asset Securitization Transactions, Inc.; David Martin; Per Dyrvik; Hugh Corcoran; Peter Slagowitz; Nomura Holding America Inc.; Nomura Asset Acceptance Corporation; Nomura Home Equity Loan, Inc.; Nomura Securities International, Inc.; David Findlay; John McCarthy; John P. Graham; Nathan Gorin; N. Dante Larocca; Ally Financial Inc.; GMAC Mortgage Group, Inc.; Ally Securities, LLC; Barclays Capital Inc.; Morgan Stanley; Morgan Stanley & Co., Inc.; Morgan Stanley Mortgage Capital Holdings LLC d/b/a Morgan Stanley Mortgage Capital, Inc.; Morgan Stanley ABS Capital I, Inc.; Morgan Stanley Capital I, Inc.; Saxon Capital, Inc.; Saxon Funding Management LLC f/k/a Saxon Funding Management, Inc.; Saxon Asset Securities Company; Gail P. McDonnell; Howard Hubler; David R. Warren; Steven S. Stern; General Electric Company; General Electric Capital Services, Inc. d/b/a GE Consumer Finance or GE Money; GE Mortgage Holding, L.L.C.; GE-WMC Securities, L.L.C.; SG Americas, Inc.; SG Americas Securities Holdings, LLC; SG

Americas Securities, LLC; SG Mortgage Finance Corp.; SG Mortgage Securities, LLC; Arnaud Denis; Abner Figueroa; Tony Tusi; and Orlando Figueroa (collectively, “Defendants” and, together with Plaintiff, “Parties”), by their respective undersigned counsel, to effect the modification of certain requests for the production of documents pertaining solely to the Single-Family and Multi-Family businesses of the GSEs, including whole loan trades and GSE-issued securitizations, that Defendants have propounded on third-party originators pursuant to Federal Rule of Civil Procedure 45. Pursuant to an order of this Court, on Monday, October 15, 2012, Defendants submitted a chart containing a list of subpoenas issued to originators in these actions and the status of the enforcement of such subpoenas. *See, e.g.*, UBS, 11-cv-5201 D.E. 210-2 (“Originator Chart”). Certain originators on the Originator Chart were issued a form subpoena that is reflected in Exhibit A. Other originators were issued a form subpoena that is reflected in Exhibit B.

IT IS HEREBY STIPULATED AND AGREED, by and between Plaintiff and Defendants:

1. The Originator Chart referenced herein (Exhibit A; D.E. 210-2), which was compiled by Defendants, includes, to the best of their knowledge, all originators that Defendants have served with Rule 45 subpoenas in these Actions.
2. Without waiver of any rights, Defendants agree to narrow the definition of “Securitization” as used in the Subpoenas to include only those securitizations that were sponsored, arranged, or issued by Defendants or their affiliates and subsidiaries.
3. Without waiver of any rights, Defendants agree not to enforce at this time any document requests in the Subpoenas to originators that relate solely to the Single-Family and Multi-Family businesses of the GSEs, including whole loan trades and GSE-issued securitizations.

4. Defendants agree that, as to those Subpoenas that are in the same form as or a substantially similar form as Exhibit B, the document requests therein are modified and superseded as follows (modifications reflected in bold and italics):

| | <u>Original Production Request</u> | <u>Modified Production Request</u> |
|---|---|--|
| 1 | All Loan Files, as defined in Definition 3 above. (Referring to specific securitizations issued by each subpoenaed entity.) | No Modification |
| 2 | All documents and communications relating to the loan origination guidelines or practices pursuant to which You originated any of the mortgage loans underlying or collateralizing the Securitizations that were included in the loan groups listed in the chart set forth in Definition 4, including but not limited to all Documents relating to the circumstances applicable to whether exceptions to such guidelines or practices might be made. | All documents and communications relating to the loan origination guidelines or practices pursuant to which You originated any of the mortgage loans underlying or collateralizing <i>Defendants'</i> Securitizations that were included in the loan groups listed in the chart set forth in Definition 4 of the subpoena, including but not limited to all documents relating to the circumstances applicable to whether exceptions to such guidelines or practices might be made. |
| 3 | All communications between You and FHFA, OFHEO, Fannie Mae, or Freddie Mac during the period January 1, 2005 through December 31, 2008 concerning any of the following: (a) the Securitizations, (b) the mortgage loans underlying or collateralizing the Securitizations that were included in the loan groups listed in the chart set forth in Definition 4, or (c) Your loan origination guidelines or practices generally. | All communications between You and FHFA, OFHEO, Fannie Mae or Freddie Mac during the period January 1, 2005 through December 31, 2008 concerning any of the following: (a) <i>Defendants'</i> Securitizations, (b) the mortgage loans underlying or collateralizing <i>such</i> Securitizations that were included in the loan groups listed in the chart set forth in Definition 4, or (c) Your loan origination guidelines or practices. |
| 4 | All documents and communications concerning any OFHEO, FHFA, Fannie Mae, or Freddie Mac audit, inquiry, review, scorecard, "q.c.", operational review, origination/underwriting review, on-site visit, re-underwriting, testing, survey, or examination during the period January 1, 2005 through December 31, 2008, relating to Your loan origination guidelines or practices generally including documents sufficient to identify each individual who conducted the audit, inquiry or review. | All documents and communications concerning any OFHEO, FHFA, Fannie Mae or Freddie Mac audit, inquiry, review, scorecard, "q.c.", operational review, origination/underwriting review, on-site visit, re-underwriting, testing, survey, or examination during the period January 1, 2005 through December 31, 2008, relating to Your loan origination guidelines or practices generally <i>in connection with loans to be included in private label</i> securitizations, including documents sufficient to identify each individual who conducted the audit, inquiry or review. |

| | <u>Original Production Request</u> | <u>Modified Production Request</u> |
|---|--|--|
| 5 | All documents concerning subpoenas or other demands or requests for documents or information made by FHFA, OFHEO, Fannie Mae, or Freddie Mac for Loan Files or other information related to the Securitizations or to the mortgage loans underlying or collateralizing the Securitizations, including but not limited to all responses thereto. These materials should be produced without regard to the certificates or supporting loan groups listed in the chart set forth in Definition 4. | All documents concerning subpoenas or other demands or requests for documents or information made by FHFA, OFHEO, Fannie Mae or Freddie Mac for Loan Files or other information related to Defendants' Securitizations or to the mortgage loans underlying or collateralizing <i>Defendants'</i> Securitizations, including but not limited to all responses thereto. These materials should be produced without regard to the certificates or supporting loan groups listed in the chart set forth in Definition 4. |
| 6 | Documents sufficient to identify the number and value of all mortgage loans sold by You to Fannie Mae or Freddie Mac with respect to any Fannie Mae or Freddie Mac securitization or whole loan purchase during the period January 1, 2005 through December 31, 2008. | NOT SEEKING TO ENFORCE AT THIS TIME |
| 7 | Documents sufficient to show the performance of any mortgage loans sold by You to Fannie Mae or Freddie Mac with respect to any Fannie Mae or Freddie Mac securitization or whole loan purchase during the period January 1, 2005 through December 31, 2008, including but not limited to any communications between You and Fannie Mae or Freddie Mac concerning such performance. | NOT SEEKING TO ENFORCE AT THIS TIME |
| 8 | Documents sufficient to identify the number and value of all mortgage loans previously sold by You to Fannie Mae or Freddie Mac with respect to any Fannie Mae or Freddie Mac securitization or whole loan purchase for which Fannie Mae or Freddie Mac or, in the case of a securitization, the securitization trustee, requested that You repurchase and/or putback the mortgage loan. | NOT SEEKING TO ENFORCE AT THIS TIME |
| 9 | Documents sufficient to identify each OFHEO, Fannie Mae, and Freddie Mac employee or agent who was physically present in any of Your facilities at any time from January 1, 2005 through December 31, 2008, including the dates of each such visit by each such person. | No Modification |

Revised production requests that reflect the modifications set forth in this paragraph are attached as Exhibit C.

5. Defendants agree that, as to those Subpoenas that are in the same form as or a substantially similar form as Exhibit C, the document requests therein are modified and superseded as follows:

| | <u>Original Production Request</u> | <u>Modified Production Request</u> |
|---|---|---|
| 1 | All documents requested in the FHFA Subpoena. | No Modification |
| 2 | All communications between You or FHHLC and FHFA, OFHEO, Fannie Mae or Freddie Mac during the period June 30, 2005 through September 2, 2007 concerning any of the following: (a) the Securitizations, (b) the mortgage loans underlying or collateralizing the Securitizations, or (c) Your loan origination guidelines or practices generally. | All communications between You or FHHLC and FHFA, OFHEO, Fannie Mae or Freddie Mac during the period June 30, 2005 through September 2, 2007 concerning any of the following: (a) <i>Defendants'</i> Securitizations, (b) the mortgage loans underlying or collateralizing the Securitizations, or (c) Your loan origination guidelines or practices generally. |
| 3 | All documents and communications concerning any OFHEO, FHFA, Fannie Mae or Freddie Mac audit, inquiry, review, scorecard, "q.c.", operational review, origination/underwriting review, on-site visit, re-underwriting, testing, survey, or examination during the period June 30, 2005 through September 2, 2007, relating to FHHLC's loan origination guidelines or practices generally including documents sufficient to identify each individual who conducted the audit, inquiry or review. | All documents and communications concerning any OFHEO, FHFA, Fannie Mae or Freddie Mac audit, inquiry, review, scorecard, "q.c.", operational review, origination/underwriting review, on-site visit, re-underwriting, testing, survey, or examination during the period June 30, 2005 through September 2, 2007, relating to FHHLC's loan origination guidelines or practices generally <i>in connection with loans to be included in private label securitizations</i> including documents sufficient to identify each individual who conducted the audit, inquiry or review. |
| 4 | Documents sufficient to identify the number and value of all mortgage loans sold by FHHLC to Fannie Mae or Freddie Mac with respect to any Fannie Mae or Freddie Mac securitization or whole loan purchase during the period June 30, 2005 through September 2, 2007. | NOT SEEKING TO ENFORCE AT THIS TIME |

| | <u>Original Production Request</u> | <u>Modified Production Request</u> |
|---|---|-------------------------------------|
| 5 | All documents concerning the performance of any mortgage loans sold by FHHLC to Fannie Mae or Freddie Mac with respect to any Fannie Mae or Freddie Mac securitization or whole loan purchase during the period June 30, 2005 through September 2, 2007, including but not limited to any communications between You and Fannie Mae or Freddie Mac concerning such performance. | NOT SEEKING TO ENFORCE AT THIS TIME |
| 6 | Documents sufficient to identify the number and value of all mortgage loans sold by FHHLC to Fannie Mae or Freddie Mac with respect to any Fannie Mae or Freddie Mac securitization or whole loan purchase for which Fannie Mae or Freddie Mac or, in the case of a securitization, the securitization trustee, requested that FHHLC repurchase and/or putback the mortgage loan. | NOT SEEKING TO ENFORCE AT THIS TIME |
| 7 | Documents concerning each occasion when any OFHEO, Fannie Mae, or Freddie Mac employee or agent was physically present in any of FHHLC's facilities at any time from June 30, 2005 through September 2, 2007, including the dates of each such visit by each such person. | No Modification |

Revised production requests that reflect the modifications set forth in this paragraph are attached as Exhibit D.

6. Defendants agree that all subpoenas *duces tecum* that Defendants serve in these Actions on originators from whom Defendants are also seeking loan files or underwriting guidelines after the date of entry of this Order shall conform to the modifications set forth in paragraphs 2 through 5 above.

7. Defendants agree to send a letter to each subpoenaed originator within five (5) calendar days from the date of this Order directing each originator to: (a) prioritize the production of those loan files specified in a schedule prepared by FHFA for each originator, and

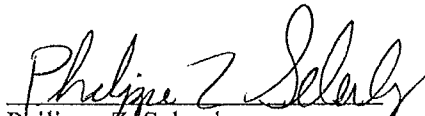
the underwriting guidelines applicable to those loan files; (b) commence the production of such loan files and underwriting guidelines on or before ten (10) days after receipt of Defendants' letter; and (c) provide notice to Defendants within ten (10) days following the date of the letter from Defendants if such productions will not be complete by November 30, 2012. The language of the letter that Defendants agree to send to each originator in the Originator Chart is attached hereto as Exhibit E.

8. Defendants agree to notify each subpoenaed originator that, in the event the originator does not confirm to Defendants within ten (10) days following the date of the letter from Defendants that it will complete its production by November 30, 2012, Defendants reserve the right to file appropriate motions to ensure timely production.

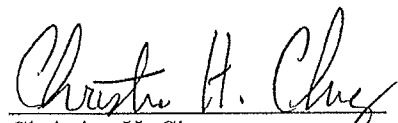
So ordered.

James C. Ke
November 6, 2012

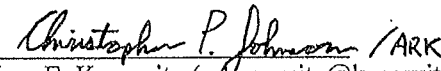
Respectfully Submitted,


Philippe Z. Selendy
(philippeselendy@quinnemanuel.com)
QUINN EMANUEL URQUHART &
SULLIVAN, LLP
51 Madison Avenue, 22nd Floor
New York, New York 100 10
(212) 849-7000

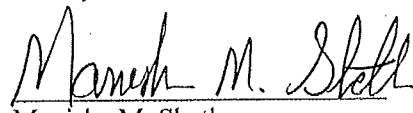
*Attorneys for Plaintiff Federal Housing Finance
Agency in FHFA v. UBS Americas, Inc., FHFA
v. JPMorgan Chase & Co., FHFA v. Deutsche
Bank AG, FHFA v. Citigroup Inc., and FHFA v.
Goldman, Sachs & Co.*


Christine H. Chung
(christinechung@quinnemanuel.com)
QUINN EMANUEL URQUHART &
SULLIVAN, LLP
51 Madison Avenue, 22nd Floor
New York, New York 10010

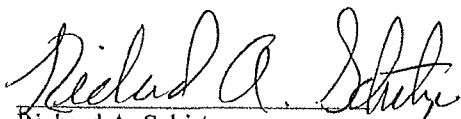
*Attorneys for Plaintiff Federal Housing Finance
Agency in FHFA v. First Horizon National
Corp., FHFA v. Bank of America Corp., and
FHFA v. Credit Suisse Holdings (USA), Inc.*


Marc E. Kasowitz (mkasowitz@kasowitz.com)
Hector Torres (htorres@kasowitz.com)
Christopher P. Johnson
(cjohnson@kasowitz.com)
Michael Hanin (mhanin@kasowitz.com)
Kanchana Wangkeo Leung
(kleung@kasowitz.com)
KASOWITZ, BENSON, TORRES &
FRIEDMAN LLP
1633 Broadway
New York, New York 10019

*Attorneys for Plaintiff Federal Housing Finance
Agency in FHFA v. Ally Financial Inc., FHFA
v. General Electric Company, FHFA v. Morgan
Stanley, and FHFA v. SG Americas, Inc.*

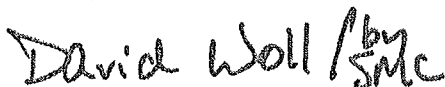

Manisha M. Sheth
(manishasheth@quinnemanuel.com)
QUINN EMANUEL URQUHART &
SULLIVAN, LLP
51 Madison Avenue, 22nd Floor
New York, New York 10010

*Attorneys for Plaintiff Federal Housing Finance
Agency in FHFA v. UBS Americas, Inc., FHFA
v. JPMorgan Chase & Co., FHFA v. Barclays
Bank PLC, FHFA v. Citigroup Inc., and FHFA
v. Merrill Lynch & Co., Inc.*



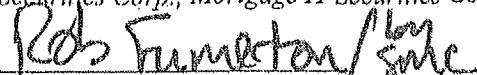
Richard A. Schirtzer
(richardschirtzer@quinnemanuel.com)
Adam Abensohn
(adamabensohn@quinnemanuel.com)
QUINN EMANUEL URQUHART &
SULLIVAN, LLP
51 Madison Avenue, 22nd Floor
New York, New York 10010

*Attorneys for Plaintiff Federal Housing Finance
Agency in FHFA v. HSBC North America
Holdings, Inc. and FHFA v. Nomura Holding
America, Inc.*



Thomas C. Rice (trice@stblaw.com)
David J. Woll (dwoll@stblaw.com)
Alan C. Turner (aturner@stblaw.com)
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017-3954

*Attorneys for Defendants Deutsche Bank AG,
Taurus Corporation, Deutsche Bank Securities
Inc., DB Structured Products, Inc., Ace
Securities Corp., Mortgage IT Securities Corp.*



Jay B. Kasner (jay.kasner@skadden.com)
Scott Musoff (scott.musoff@skadden.com)
Robert A. Fumerton
(robert.fumerton@skadden.com)
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP
Four Times Square
New York, NY 10036

*Attorneys for Defendants UBS Americas Inc.,
UBS Real Estate Securities Inc., UBS Securities
LLC, Mortgage Asset Securitization
Transactions, Inc., David Martin, Per Dyrvik,
Hugh Corcoran and Peter Slagowitz*

Richard A. Spehr (rspehr@mayerbrown.com)
Michael O. Ware (mware@mayerbrown.com)
MAYER BROWN LLP
1675 Broadway
New York, NY 10019

*Attorneys for Defendants HSBC North America
Holdings Inc., HSBC USA Inc., HSBC Markets
(USA) Inc., HSBC Bank USA, NA., HSI Asset
Securitization Corporation*



Brad S. Karp (bkarp@paulweiss.com)
Susanna M. Buerger (sbuerger@paulweiss.com)
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
1285 Avenue of the Americas
New York, NY 10019-6064

*Attorneys for Citigroup Inc., Citigroup
Mortgage Loan Trust Inc., Citigroup Global
Markets Realty Corp., Citigroup Global
Markets Inc., Susan Mills, Randall Costa, Scott
Freidenrich, Richard A. Isenberg, Mark I.
Tsesarsky, Peter Patricola, Jeffrey Perlowitz
and Evelyn Echevarria*

Richard A. Schirtzer
(richardschirtzer@quinnemanuel.com)
Adam Abensohn
(adamabensohn@quinnemanuel.com)
QUINN EMANUEL URQUHART &
SULLIVAN, LLP
51 Madison Avenue, 22nd Floor
New York, New York 10010

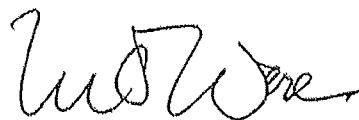
*Attorneys for Plaintiff Federal Housing Finance
Agency in FHFA v. HSBC North America
Holdings, Inc. and FHFA v. Nomura Holding
America, Inc.*

Thomas C. Rice (trice@stblaw.com)
David J. Woll (dwoll@stblaw.com)
Alan C. Turner (aturner@stblaw.com)
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017-3954

*Attorneys for Defendants Deutsche Bank AG,
Taunus Corporation, Deutsche Bank Securities
Inc., DB Structured Products, Inc., Ace
Securities Corp., Mortgage IT Securities Corp.*

Jay B. Kasner (jay.kasner@skadden.com)
Scott Musoff (scott.musoff@skadden.com)
Robert A. Fumerton
(robert.fumerton@skadden.com)
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP
Four Times Square
New York, NY 10036

*Attorneys for Defendants UBS Americas Inc.,
UBS Real Estate Securities Inc., UBS Securities
LLC, Mortgage Asset Securitization
Transactions, Inc., David Martin, Per Dyrvik,
Hugh Corcoran and Peter Slagowitz*



Mark G. Hanchet (mhanchet@mayerbrown.com)
John M. Conlon (jconlon@mayerbrown.com)
Michael O. Ware (mware@mayerbrown.com)
MAYER BROWN LLP
1675 Broadway
New York, NY 10019

*Attorneys for Defendants HSBC North America
Holdings Inc., HSBC USA Inc., HSBC Markets
(USA) Inc., HSBC Bank USA, NA., HSI Asset
Securitization Corporation*

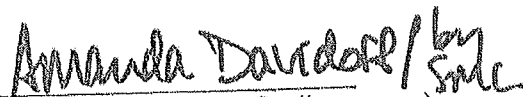
Brad S. Karp (bkarp@paulweiss.com)
Susanna M. Buerger (sbuerger@paulweiss.com)
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
1285 Avenue of the Americas
New York, NY 10019-6064

*Attorneys for Citigroup Inc., Citigroup Mortgage
Loan Trust Inc., Citigroup Global Markets Realty
Corp., Citigroup Global Markets Inc., Susan
Mills, Randall Costa, Scott Freidenrich, Richard
A. Isenberg, Mark I. Tsesarisky, Peter Patricola,
Jeffrey Perlowitz and Evelyn Echevarria*



James P. Rouhandeh (rouhandeh@davispolk.com)
Brian S. Weinstein (brian.weinstein@davispolk.com)
Daniel J. Schwartz (daniel.schwartz@davispolk.com)
Nicholas N. George (nicholas.george@davispolk.com)
Jane M. Morril (jane.morril@davispolk.com)
DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017

*Attorneys for Defendants Morgan Stanley,
Morgan Stanley & Co. Incorporated (n/k/a
Morgan Stanley & Co. LLC), Morgan Stanley
Mortgage Capital Holdings LLC (successor-in-
interest to Morgan Stanley Mortgage Capital
Inc.), Morgan Stanley ABS Capital I Inc.,
Morgan Stanley Capital I Inc., Saxon Capital,
Inc., Saxon Funding Management LLC, Saxon
Asset Securities Company, Gail P. McDonnell,
Howard Hubler, David R. Warren, and Steven
S. Stern*



Bruce E. Clark (clarkb@sullerom.com)
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, NY 10004

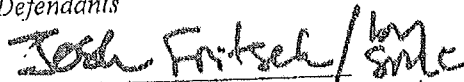
Amanda F. Davidoff (davidoffa@sullerom.com)
SULLIVAN & CROMWELL LLP
1701 Pennsylvania Avenue, N.W.
Washington, DC 20006

*Attorneys for Defendants First Horizon
National Corporation, First Tennessee Bank
National Association, FTN Financial Securities
Corporation, First Horizon Asset Securities,
Inc., Gerald L. Baker, Peter F. Makowiecki,
Charles G. Burkett, and Thomas J. Wageman*



Penny Shane (shanep@sullerom.com)
Sharon L. Nelles (nelless@sullerom.com)
Jonathan M. Sedlak (sedlakj@sullerom.com)
David A. Castleman (castlemand@sullerom.com)
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, NY 10004

*Attorneys for Defendants JPMorgan Chase &
Co., JPMorgan Chase Bank, N.A., J.P. Morgan
Mortgage Acquisition Corporation, J.P.
Morgan Securities LLC, J.P. Morgan
Acceptance Corporation I, Bear Stearns & Co.,
Inc., EMC Mortgage LLC, Structured Asset
Mortgage Investments II Inc., Bear Stearns
Asset Backed Securities I LLC, WaMu Asset
Acceptance Corporation, WaMu Capital
Corporation, Washington Mutual Mortgage
Securities Corporation, Long Beach Securities
Corporation and certain of the Individual
Defendants*



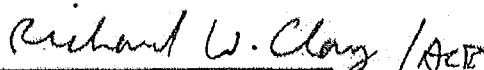
David H. Braff (braffd@sullerom.com)
Brian T. Frawley (frawleyb@sullerom.com)
Jeffrey T. Scott (scottj@sullerom.com)
Joshua Fritsch (fritschj@sullerom.com)
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, NY 10004

*Attorneys for Barclays Capital Inc., Barclays
Bank PLC, Securitized Asset Backed
Receivables LLC, Paul Menefee, John Carroll,
and Michael Wade*



David Blatt (dblatt@wc.com)
Steven M. Cady (scady@wc.com)
WILLIAMS & CONNOLLY LLP
725 Twelfth Street, N.W.
Washington, DC 20005

*Attorneys for Bank of America Corporation;
Bank of America, N.A.; Asset Backed Funding
Corp.; Banc of America Funding Corp.; Merrill
Lynch & Co., Inc., Merrill Lynch Mortgage
Lending, Inc., Merrill Lynch Mortgage Capital
Inc., First Franklin Financial Corp., Merrill
Lynch Mortgage Investors, Inc., Merrill Lynch
Government Securities, Inc., Merrill Lynch,
Pierce, Fenner & Smith Inc.*



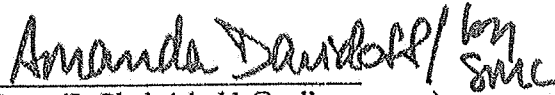
Richard W. Clary (rclary@cravath.com)
Richard J. Stark (rstark@cravath.com)
Michael T. Reynolds (mreynolds@cravath.com)
CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019

*Attorneys for Credit Suisse Securities (USA)
LLC, Credit Suisse Holdings (USA), Inc., Credit
Suisse (USA), Inc., DLJ Mortgage Capital, Inc.,
Credit Suisse First Boston Mortgage Securities
Corporation, Asset Backed Securities
Corporation, Credit Suisse First Boston
Mortgage Acceptance Corporation, Andrew A.
Kimura, Jeffrey A. Altabef, Eveleyn Echevarria,
Michael A. Marriott, Zev Kindler, Thomas E.
Siegler, Thomas Zingalli, Carlos Onis, Steven L.
Kantor, Joseph M. Donovan, Juliana Johnson,
and Greg Richter*



Richard H. Klapper (klapperr@sullcrom.com)
Theodore Edelman (edelmant@sullcrom.com)
Michael T. Tomaino, Jr. (tomainom@sullcrom.com)
Tracy Richelle High (hight@sullcrom.com)
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, NY 10004

*Attorneys for Goldman, Sachs & Co, GS
Mortgage Securities Corp., Goldman Sachs
Mortgage Company, The Goldman Sachs
Group, Inc., Goldman Sachs Real Estate
Funding Corp., Peter C. Aberg, Howard S.
Altarescu, Robert J. Christie, Kevin Gasvoda,
Michelle Gill, David J. Rosenblum, Jonathan S.
Sobel, Daniel L. Sparks, and Mark Weiss*



Bruce E. Clark (clarkb@sullcrom.com)
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, NY 10004

Amanda F. Davidoff (davidoffa@sullcrom.com)
SULLIVAN & CROMWELL LLP
1701 Pennsylvania Avenue, N.W.
Washington, DC 20006

*Attorneys for Defendants Nomura Securities
International, Inc., Nomura Holding America
Inc., Nomura Asset Acceptance Corporation,
Nomura Home Equity Loan, Inc., Nomura
Credit & Capital, Inc., David Findlay, John
McCarthy, John P. Graham, Nathan Gorin, and
N. Dante Larocca*

Rob Fumerton / by SMC

Jay B. Kasner (jay.kasner@skadden.com)
Scott Musoff (scott.musoff@skadden.com)
George Zimmerman (george.zimmerman@skadden.com)
Robert A. Fumerton (robert.fumerton@skadden.com)
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP
Four Times Square
New York, NY 10036

*Attorneys for SG Americas, Inc., SG Americas
Securities Holdings, LLC, SG Americas
Securities, LLC, SG Mortgage Finance Corp.,
and SG Mortgage Securities, LLC, Arnaud
Denis, Abner Figueroa, Tony Tusi, and Orlando
Figueroa*

Michael O. Ware

Michael O. Ware (mware@mayerbrown.com)
MAYER BROWN LLP
1675 Broadway
New York, NY 10019

Reginald R. Goeke (rgoeke@mayerbrown.com)
Catherine A. Bernard (cbernard@mayerbrown.com)
MAYER BROWN LLP
1999 K St., N.W.
Washington, D.C. 20006

*Attorneys for Ally Financial Inc. and GMAC
Mortgage Group, Inc.*

Robert Kopecky (mow)

Robert J. Kopecky (robert.kopecky@kirkland.com)
Devon M. Lario (dlario@kirkland.com)
KIRKLAND & ELLIS LLP
300 North LaSalle Drive
Chicago, Illinois 60654

Attorneys for Ally Securities, LLC

Vernon Broderick / by SMC

Greg A. Danilow (greg.danilow@weil.com)
Vernon Broderick (vernon.broderick@weil.com)
WEIL, GOTSHAL, & MANGES LLP
767 Fifth Avenue, 25th Fl.
New York, NY 10153

*Attorneys for General Electric Company,
General Electric Capital Services, Inc., GE
Mortgage Holding, LLC, GE-WMC Securities,
LLC*

IT IS SO ORDERED.

The Honorable Denise L. Cote, U.S.D.J.

DATED: _____